

Good Governance for Virginia Community Associations

Saturday, February 8, 2020

**Presented by
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**In cooperation with
Alexandria Office of Housing
Arlington County – Community Planning, Housing &
Development – Housing Division**

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Governance

An amalgamation of policies, systems, and structures along with a strategic, operational framework that aligns organizational leadership to take actions, so that they can make effective decisions with accountability.

- *Jeremy Barlow*



Types of Governance

- Monarchy
- Democracy
- Oligarchy
- Authoritarianism
- Totalitarianism



What Form of Governance Do (Should) Community Associations Model?



Elements of Good Governance

- Transparency
- Responsiveness
- Consensus Based
- Equity & Inclusiveness
- Effectiveness & Efficiency
- Accountability
- Participation



Common Board Models

- Advising Board
- Patron Governance
- Cooperative Governance
- Management Team
- Policy Board



Communications In Community Associations

- Use of Advanced Technology
- Distribution of Information
- Promoting Communication
- Books and Records
- Meetings
- Communication
 - Types,
 - Fundamentals,
 - Skills



Applicable Statutes

- Virginia Property Owners' Association Act
- Virginia Condominium Act
- Virginia Nonstock Corporation Act



Association Documents

Property Owners Associations –

Governing Documents

- Declaration
- Bylaws
- Articles of Incorporation
- Board Resolutions

Condominiums –

Condominium Instruments

- Declaration
- Bylaws
- Board Resolutions



Use of Advanced Technology

- Property Owners' Association Act – Section 55.1-1832
- Condominium Act – Section 55.1-1935
- Nonstock Corporation Act – Section 13.1-847.1



Use of Advanced Technology

Unless the Declaration or the condominium instruments provide otherwise, notices, signatures, votes, consents and approvals required to be obtained under the governing documents or the condominium instruments can be accomplished electronically.



Use of Advanced Technology

But

- Technology must provide sufficient security, reliability, identification and verifiability.
- Associations must provide reasonable non-technology alternatives if members do not have electronic capability or prefer otherwise.
- Do not apply to an enforcement action notices, an assessment lien, or foreclosure proceedings.



Use of Advanced Technology

Nonstock Corporation Act

Any member vote to be taken may be satisfied by a ballot submitted by electronic transmission.



Sharing Information

Executive board must establish a reasonable, effective, and free method, *appropriate to the size and nature of the community*, for owners to communicate among themselves and the executive organ regarding any matter concerning the association.



Promoting Communication

Owner Information Exchange

- Be Creative.
- Be Practical.
- Consider the Size of Community.
- Consider the Nature of Community.
- Seek input from Association Members.



Promoting Communication

Owner Information Exchange

- Websites
- Social Media
- Bulletin or Message Boards
- Townhall Meetings
- Open Forum
- Sandwich Boards/Signage



Websites

- Ensure Association Licensed
- Establish Policy that addresses
 - Content
 - Advertising
- Keep Current
- Offer Useful Links –
 - Community Resources
 - Community Services
 - Community Associations Institute
 - Common Interest Community Board



Social Media

- Blogs
- Listserves
- Twitter
- Facebook



Newsletters

- Establish a Policy that addresses
 - Content
 - Editorial Policy
 - Advertising
- Regular Publication Schedule
- Distribution
- Community Information



Meetings

- Governing Documents or Condominium Instruments
 - Property Owners' Association Act – Sections 55.1-1816
 - Condominium Act – Section 55.1-1949



Meeting Types

- Association
- Board
- Organizational
- Committee
- Regular
- Special



Distinguish Board and Association Meetings

- Required by
 - Condominium Act
 - Property Owners' Association Act
 - Non-Stock Corporation Act
 - Governing documents
- Association Meetings - at least once annually
- Board Meetings - more frequently
- Association Meetings - All members
- Board Meetings - Open to all members



Meetings

All meetings of the association, the board of directors and association committees must be **open** to all owners of record.

Meetings

Owners are entitled to record any portion of a meeting required to be open. But, the board of directors may adopt rules governing the placement and use of equipment and requiring prior notice that the meeting is being recorded.



Meetings

Boards of directors or association committees may not use work sessions or other information gatherings of the board of directors to circumvent the open meeting requirements for board or committee meetings.

Board & Committee Meetings

Notice

- *Published* where reasonably calculated to be available to a majority of the owners.
- Upon written request, at least once a year – provided to an owner making the request.
- Notice of *special* or *emergency* meetings – reasonable under the circumstances and contemporaneous with board or committee members.

Board & Committee Meetings

Open Forum

- Subject to *reasonable rules*.
- Designated period of time.
- Comments on ***any matter*** related to association.
- Special meetings – comments may be ***limited*** to agenda topics.

Board & Committee Meetings

Voting

- No Secret Ballot
- *Except* – Officer Elections
- Board Members Only
- In Open Session
- **NOT** By Proxy



Board & Committee Meetings

Taping

- Audio Taping - Yes
- Video Taping – Yes
- Not executive session – Vote in only open meeting
- Reasonable Rules
 - Placement
 - Use
 - To prevent interference with proceedings



Board & Committee Meetings

Electronic

- Telephone or Video Conference
- Other Electronic Means
- Two Board Members Present
- At Place Noted in Notice
- Sufficient audio equipment



Board & Committee Meetings

Executive Session

- Proper Motion
- Limited Purposes
 - Stated in Motion
 - Only those purposes
- Affirmative vote in Open Session
- Motion and Purpose in Minutes
- No Action - Reconvene in Open Session



Board & Committee Meetings

Executive Session

- Personnel Matters
- Consult with Legal Counsel
- Discuss and consider
 - Contracts
 - Probable or pending litigation
- Document and Rule Violations
- Personal liability of owners



Types of Communication

- Verbal
- Non-Verbal
- Written
- Electronic

Communication Fundamentals

- Be clear – *understandable*.
- Be concise – *make the point and keep it brief*.
- Be complete – *provide needed information*.
- Connect – *make eye contact*.

Communication Skills

- Listen
- Acknowledge
- Question

Improving Communication

- Learn to Listen
- Be aware of others – reaction, emotion
- Show interest
- Show empathy
- Encourage others
- Use humor
- Treat people equally
- Resolve conflict and seek solutions
- Be positive

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